DEC 1 9 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
ORM LIMITED OFFERING EXEMPTION

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OMB APPRO								
OMB Number:	3235-0076							
Expires:								
Estimated average burden								
hours per respons	hours per response 16.00							

SEC USE	ONLY
Prefix	Serial
DATE REC	EIVED
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185 UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering Check if this is an amendment and name has changed, and indicate change.)	
AFG-UPL, LLC offering of Membership Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	11515H OOD MEH OOD MEH OOD HELD OOK EELO DID HEK EES
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	07087038
AFG-UPL, LLC	01001000
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
811 Camp Horne Road, Stone Quarry Crossing, Suite 100, Pittsburgh, PA 15237	412-536-8000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
To invest in Utility Pipeline, Ltd., and Ohio Limited Liability Company	PROCESSEI
	olease specify): DEC 2 8 2007
	nia Limited Liability CompanyTHOMSON
Actual or Estimated Date of Incorporation or Organization: Month Year	
GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA										
2. Enter the information requested for the following:	·									
• Each promoter of the issuer, if the issuer has been organized within the past five years;										
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue										
Each executive officer and director of corporate issuers and of corporate general and man	naging partners of	partnership issuers; and								
Each general and managing partner of partnership issuers.										
Cl. Lp. () de te de la Cl. Proposition Company of Franchis Offices	Diseases	Consel and/or								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer		General and/or Managing Partner								
Full Name (Last name first, if individual) Haynes, Brandon										
Business or Residence Address (Number and Street, City, State, Zip Code) 811 Camp Horne Road, Stone Quarry Crossing, Suite 100, Pittsburgh, PA 15237										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if individual)										
Browne, James J.										
Business or Residence Address (Number and Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·									
811 Camp Horne Road, Stone Quarry Crossing, Suite 100, Pittsburgh, PA 15237										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if individual) Kuhn, Jonathan										
Business or Residence Address (Number and Street, City, State, Zip Code)										
811 Camp Horne Road, Stone Quarry Crossing, Suite 100, Pittsburgh, PA 15237										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)	•									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner								
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)										
(Use blank sheet, or copy and use additional copies of this s	sheet, as necessary	·)								

					B. II	NFORMATI	ON ABOU	T OFFERI	NG				
	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No	
l.	Has the	issuer solo	a, or does th										X
2	Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?										s		
۷.	2. That is the manner investment that the ecopies from any marriedan.										Yes	No	
3.	3. Does the offering permit joint ownership of a single unit?										R		
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	Full Name (Last name first, if individual) Allegheny Investments Limited												
			Address (N	Jumber and	Street Ci	tv State 7	in Code)						
			d, Stone Q			•	•	15237					
Nai	me of Ass	ociated Br	oker or De	aler	-					-			
_				<u> </u>				-					
Sta			Listed Hass or check									□ Al	l States
	(Check	All States	s of check	muividuai	States)	***************************************	****************	***************************************	***************************************			□ ~.	i States
	IL MT RÎ	AK IN NE SC	AZ NV SD	KS NH TAN	CA KY NJ TX	CO LA NM UT	ME ME NY VT	DE MD NC VA	DC NYA ND WA	MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Ful	Il Name (Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	ity, State, 2	Zip Code)						
Na	me of Ass	sociated Bi	roker or De	aler					. <u> </u>		-		
Sta	ites in Wh	ich Persor	Listed Has	s Solicited	or Intends	to Solicit	Purchasers			,			
	(Check	"All State:	s" or check	individual	States)	***************************************			***************************************	****************		☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Ful	II Name (Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
Na	me of Ass	sociated B	roker or De	aler								_	
Sta	ites in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)		***************************************		***************************************			□ Al	1 States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S	\$
	Equity		
	☑ Common ☐ Preferred		-
	Convertible Securities (including warrants)	S	s
	Partnership Interests		
	Other (Specify)		
	Total	1,934,340.00	\$ 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		¥
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$ 0.00
	Non-accredited Investors	 ;	\$ 0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		Φ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$ \$ 0.00
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$_12,500.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$ 12,500.00

	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — Qu proceeds to the issuer."	stion 4.a. This difference is the "adjusted gross	:	1,921,840.00 \$
5.	Indicate below the amount of the adjusted gross proceed each of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C	d to the issuer used or proposed to be used for prose is not known, furnish an estimate and payments listed must equal the adjusted gross	I	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			.
	Purchase of real estate		s	. _ \$
	Purchase, rental or leasing and installation of machin	сгу		
	Construction or leasing of plant buildings and facilit	cs		_ D\$
	Acquisition of other businesses (including the value offering that may be used in exchange for the assets issuer pursuant to a merger)	or securities of another	s	_ [] \$
	Repayment of indebtedness			_ [] s
	Working capital		□\$	- 🗆 s
	Other (specify): Investment in securities in Utility F company	ipeline, Ltd., an Ohio limited liability		_ [2] \$_1,921,840.00
				_ 🗆 \$
	Column Totals		s _0.00	\$1,921,840.0
	Total Payments Listed (column totals added)		. □ s <u>. 1</u>	,921,840.00
		DATED TAKENG SANTING		
.:.	e issuer has duly caused this notice to be signed by the un nature constitutes an undertaking by the issuer to furni- information furnished by the issuer to any non-accret	dersigned duly authorized person. If this noti h to the U.S. Securities and Exchange Comm	ce is filed under R ission, upon writt	ule 505, the following
- Is	uer (Print or Type)	ignature/	Date	
	FG-UPL, LLC	130/4/-	12-10	-07
_	·	itle of Signer (Print or Type)		

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Barran Lance	THE TAX SHE SHOULD SHOU		C. A. Land C. J.
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) AFG-UPL, LLC	Signature	Date 12-10-07
Name (Print or Type)	Title (Print of Type	
Brandon J. Haynes	Secretary/ Treasurer	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 3 5 1 Disqualification Type of security under State ULOE and aggregate (if yes, attach Intend to sell to non-accredited offering price Type of investor and explanation of amount purchased in State (Part C-Item 2) waiver granted) investors in State offered in state (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Investors Yes No State Yes No Investors Amount Amount AL × ΑK X ΑZ X AR X CA X CO X CT × x DE DC × X FL X GA HI × ID ΙL IN X IA X KS X ΚY x LA × ME × MD X × MA MI x MN × MŞ x

APPENDIX 2 3 4 5 1 Disqualification Type of security and aggregate under State ULOE (if yes, attach Intend to sell explanation of to non-accredited offering price Type of investor and amount purchased in State (Part C-Item 2) offered in state waiver granted) investors in State (Part E-Item 1) (Part C-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes No Amount Investors Investors Amount State Yes No MO X MT X NE X x NV NH × NJ × x NM × NY NC × × ND ОН OK × OR PA RI × SC x SD × TN X TX X UT x VT VA × WA X wv X WI x

	APPENDIX									
1		2	3		4					
	to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			amount purchased in State			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY		×								
PR		×								

END